

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO *et al.*,

Debtors.¹

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER
AUTHORITY,

Debtor.

PROMESA Title III

Case No. 17 BK 3283-LTS

(Jointly Administered)

PROMESA Title III

Case No. 17 BK 4780-LTS

(This court filing relates only to
Case No. 17 BK 4780-LTS)

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION, ASSURED GUARANTY CORP., ASSURED GUARANTY MUNICIPAL CORP., and SYNCORA GUARANTEE INC.,

Movants,

v.

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al*, and PUERTO RICO ELECTRIC POWER AUTHORITY,

Respondents.

THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al*, and PUERTO RICO ELECTRIC POWER AUTHORITY,

Movants on the Motion to Compel,

v.

NATIONAL PUBLIC FINANCE GUARANTEE CORPORATION, ASSURED GUARANTY CORP., ASSURED GUARANTY MUNICIPAL CORP., and SYNCORA GUARANTEE INC.,

Respondents.

**RESERVATION OF RIGHTS OF U.S. BANK NATIONAL ASSOCIATION, AS TRUSTEE
WITH RESPECT TO
THE URGENT MOTION OF FINANCIAL OVERSIGHT AND MANAGEMENT BOARD,
AS REPRESENTATIVE OF DEBTOR, TO COMPEL PRODUCTION OF DOCUMENTS
FROM MOVANTS RELATING TO THEIR MOTION FOR
RELIEF FROM AUTOMATIC STAY**

U.S. Bank National Association, solely in its capacity as trustee (the “**Trustee**”) under that certain Trust Agreement dated as of January 1, 1974 (as amended and supplemented from time to time, the “**Trust Agreement**”), between it and the Puerto Rico Electric Power Authority (“**PREPA**”), pertaining to PREPA’s power revenue and power revenue refunding bonds (the “**Bonds**”), respectfully submits this Reservation of Rights With Respect to the *Urgent Motion of Financial Oversight and Management Board, As Representative of Debtor, To Compel Production of Documents From Movants Relating To Their Motion for Relief from Automatic Stay* [17-BK-4780, Dkt. No. 1066, filed on February 7, 2019; and 17-BK-3283, Dkt. No. 5080, filed on February 8, 2019] (the “**Motion to Compel**”). In support of this Reservation of Rights the Trustee states as follows:

1. The Trustee is not a party to, and in this filing takes no position on the merits of, the Motion to Compel.

2. The Trustee has not thus far taken any position with respect to the merits of the *Motion of National Public Finance Guarantee Corporation, Assured Guaranty Corp., Assured Guaranty Municipal Corp., and Syncora Guarantee Inc. for Relief from the Automatic Stay to Allow Movants to Enforce Their Statutory Right to have a Receiver Appointed* [17-BK-4780, Dkt. No. 975, filed on October 3, 2018; and, 17-BK-3283, Dkt. No. 4009, filed on October 4, 2018] (the “**Lift Stay Motion**”) to which the Motion to Compel relates. The Trustee reserves all rights under the Trust Agreement with respect to the Lift Stay Motion.

3. Pursuant to the Trust Agreement and applicable bar date order the Trustee has filed a proof of claim in PREPA’s Title III proceeding asserting claims on behalf of the holders of all outstanding Bonds. (Proof of Claim Number 14147)

4. In paragraph 3 on page 8 of the Motion to Compel, the moving party --- the Financial Management and Oversight Board (“**FOMB**”) makes the following statement: “Accordingly, the

cannot, as a matter of law, be diminishing.”

5. The “Movants’ collateral” to which reference is made by FOMB includes collateral rights and property interests pledged by PREPA to the Trustee pursuant to the Trust Agreement that are described in the Proof of Claim.

6. The value of Movants’ collateral will not be determined in connection with the Motion to Compel.

7. Trustee disagrees with FOMB’s statement and reserves the right at such time, place, and proceedings as is appropriate to contest the statement of FOMB that “the value of Movants’ collateral is zero, remains zero, and cannot as a matter of law, be diminishing.”

WHEREFORE, accordingly, the Trustee reserves any and all of its rights to contest the statement of FOMB that “the value of Movants’ collateral is zero, remains zero, and cannot as a matter of law, be diminishing,” at such time, place and proceedings as is appropriate.

RESPECTFULLY SUBMITTED, in San Juan, Puerto Rico, on this 14th of February, 2019.

We hereby certify that on this same date we electronically filed the foregoing with the Clerk of the Court using the CM/ECF system of the U.S. Bankruptcy Court for the District of Puerto Rico for Case No. 17-BK-4780, and also in Case No. 17-BK-3283, which will send notification of such filing to all counsel of record participating in the CM/ECF system.

RIVERA, TULLA AND FERRER, LLC

/s/Eric A. Tulla
ERIC A. TULLA
USDC-DPR No. 118313
Email: etulla@riveratulla.com

/s/Iris J. Cabrera-Gómez
IRIS J. CABRERA-GÓMEZ
[USDC-DPR No. 221101](#)
Email: icabrera@riveratulla.com
Rivera Tulla & Ferrer Building
50 Quisqueya Street
San Juan, PR 00917-1212
Tel: (787)753-0438/ Fax: (787)767-5784 (787)766-0409

AND

MASLON LLP

By: /s/*Clark T. Whitmore*
Clark T. Whitmore
William Z. Pentelovitch
John T. Duffey
Jason M. Reed

90 South Seventh Street, Suite 3300
Minneapolis, MN 55402
Telephone: 612-672-8200
Facsimile: 612-672-8397
E-Mail: clark.whitmore@maslon.com
bill.pentelovitch@maslon.com
john.duffey@maslon.com
jason.reed@maslon.com

**ATTORNEYS FOR U.S. BANK NATIONAL
ASSOCIATION, IN ITS CAPACITY AS
TRUSTEE**